

IN THE CIRCUIT COURT OF COOK COUNTY, ILLINOIS  
COUNTY DEPARTMENT, CHANCERY DIVISION

BYRON BARRETT, individually, and on behalf )  
of all others similarly situated )

Plaintiffs, )

v. )

RC2 CORPORATION, )

Defendant. )

No. 07 CH 20924

Judge William O. Maki

**PRELIMINARY APPROVAL ORDER**

This matter came to be heard on the motion of the Parties for preliminary approval of a settlement in this nation-wide class action. The Court reviewed Plaintiff's Memorandum in Support of Preliminary Approval (the "Memorandum") that detailed the nature of the case, the mediation resulting in the settlement and the activities leading to the settlement. The Memorandum also included the settlement agreement, and the notices proposed to be issued to the class and the manner notice is to be provided to the Class. The motion was presented to the Court for preliminary approval on January 22, 2008 at which time the Court heard from the Parties and made inquires regarding the proposed settlement. Based upon the Court's review of the proposed settlement, including Plaintiff's Memorandum in Support of Preliminary Approval and the other documents referenced in the Memorandum, **IT IS HEREBY ORDERED THAT:**

1. This order supplements the handwritten order entered by the Court on January 22, 2008 following the presentation by the Parties on the motion for preliminary approval of the settlement. The terms of the settlement agreement are approved, subject to further consideration thereof at the final approval hearing.

2. The Court grants preliminary approval to the settlement and finds that the requirements of Section 5/2-801 of the Illinois Code of Civil Procedure for maintenance of this action as a class action have been satisfied in all respects.

3. The following class is hereby certified: All persons who purchased or otherwise acquired any Settlement Toy Products (as defined in the Settlement Agreement) in the United States (the "Settlement Class"). Excluded from the Settlement Class are Defendant, any entity in which Defendant has a controlling interest or which has a controlling interest in Defendant and Defendant's legal representatives, assigns and successors, as well as any person who timely files a request for exclusion from the Settlement Class. Also excluded are the Judge assigned to whom this case is assigned and his immediate family. The Court finds, on a preliminary basis only, that the appropriate factors are present and that certification of the Class, with notice and opt-out

rights is appropriate.

4. The Court has reviewed the form, content and manner of notice proposed by the Parties, including the publication notice and full notice proposed by the Parties and attached hereto as Exhibits 1 and 2. The Court finds that the form and content of the proposed notices and the manner of providing notice to the Settlement Class as outlined in the Memorandum (which includes, inter alia, a combination of direct e-mail notice, direct mail notice, internet publication and notice by publication in national publications), is the best notice that is practicable under the circumstances, comports with due process and protects the interests of the Settlement Class.

5. The terms of the proposed settlement are fair and reasonable and adequate.

6. Byron Barrett is an adequate class representative and is appointed as the class representative.

7. Class Counsel will fairly and adequately represent the Settlement Class and the following Class Counsel are hereby appointed to represent the Settlement Class:

Lead Class Counsel:

Jay Edelson  
KamberEdelson, LLC  
53 W. Jackson Blvd., Ste. 1530  
Chicago, IL 60604

Willam M. Audet  
Audet & Partners, LLP  
221 Main Street, Ste. 1460  
San Francisco, CA 94105

Scott Kamber  
KamberEdelson, LLC  
11 Broadway, 22nd floor  
New York, NY 10004

Liaison Counsel:

Gino L. Divito  
Tabet DiVito & Rothstein LLC  
209 S. LaSalle St., 7<sup>th</sup> Fl.  
Chicago, IL 60604

8. Subject to the conditions outlined in the Settlement Agreement, RC2 Corporation is hereby appointed to act as Claims Administrator, as outlined in the Settlement Agreement and the Memorandum.

9. Defendant will cause direct e-mail notice to be disseminated on or before February 11, 2008 and direct mail notice to be issued where the e-mail notice is not effectively transmitted by March 7, 2008.

10. Any request to be excluded from the Settlement Class (ie, opt out) must be filed with the Clerk of the Court on or before April 21, 2008 with copies sent by mail to

counsel for the Parties.

11. Any objections or comments to the proposed settlement must be filed and served by April 21, 2008 with the Clerk of the Court, with copies of any documents filed with the Court to be served on the counsel for the parties. Any objections to the proposed settlement must timely comply with the requirements of the Settlement Agreement and the approved settlement notice.

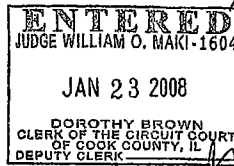
12. A final approval hearing will be held on May 6, 2008 at 11:00 a.m. At that time, the Court will consider whether the class should be certified for settlement purposes and consider the fairness, reasonableness and adequacy of the Settlement Agreement, including Class Counsels' application for attorneys' fees and reimbursement of costs.

13. Claim forms must be received by the Claims Administrator on or before July 7, 2008.

ENTER:

Date: 1-23-2008

  
Judge William O. Maki



Lead Class Counsel

Jay Edelson  
KamberEdelson, LLC  
53 W. Jackson Blvd., Ste. 1530  
Chicago, IL 60604  
312-589-6370

William Audet  
Audet & Partners, LLP  
221 Main Street, Ste. 1460  
San Francisco, CA 94105  
415-568-2555

Scott Kamber  
KamberEdelson, LLC  
11 Broadway, 22nd floor  
New York, NY 10004

Liaison Class Counsel

Gino L. DiVito  
Tabet DiVito & Rothstein LLC  
209 S. LaSalle St., 7<sup>th</sup> Fl.  
Chicago, IL 60604

IF YOU BOUGHT OR OWN A RECALLED "THOMAS & FRIENDS WOODEN RAILWAY" TOY, YOUR RIGHTS MIGHT BE AFFECTED BY A CLASS ACTION SETTLEMENT

IN THE CIRCUIT COURT OF COOK COUNTY, ILLINOIS - COUNTY DEPARTMENT, CHANCERY DIVISION  
*Byron Barrett, et al. v. RC2 Corporation, Case No. 07 CH 20924*

**NOTICE OF CLASS ACTION AND PROPOSED SETTLEMENT**

**TO:** *All persons who purchased or otherwise acquired any recalled Learning Curve Thomas & Friends Wooden Railway product in the United States (the "Settlement Class").*

**WHAT THIS SETTLEMENT IS ABOUT** Plaintiff filed this action against RC2 Corporation ("Defendant") on behalf of the Settlement Class. The complaint alleges that Defendant manufactured and distributed certain Thomas & Friends Wooden Railway toys which contained excessive levels of lead or heavy metals in surface paint and which were recalled in June and September of 2007. The complaint alleges claims for breach of warranties, product liability or negligence, unjust enrichment and violation of state consumer protection statutes and seeks monetary and injunctive relief. To resolve this matter without the expense and uncertainties of litigation, the Parties have reached a proposed settlement. The settlement includes injunctive relief, monetary relief under specific limited circumstances and a cy pres donation. This settlement is not an admission of wrongdoing by any party.

Judge William O. Maki of the Circuit Court of Cook County, Illinois has granted preliminary approval of the settlement and has preliminarily certified the Settlement Class.

**THIS IS ONLY A SUMMARY NOTICE** If you are a member of the Settlement Class and wish to participate in this settlement, which includes a potential monetary recovery or the ability to obtain a replacement product and a bonus item, you should obtain a copy of the complete Notice of Class Action and Proposed Settlement which includes a Claim Form. You must submit the Claim Form by July 7, 2008 to obtain certain relief provided under the settlement. You may obtain a copy of the complete Notice and claim form by visiting the settlement website: [www.thomastrainsettlement.com](http://www.thomastrainsettlement.com) or by mailing a request for the Notice to the Claims Administrator:

TWR Settlement Claims Administrator  
 2021 Ninth St. S.E.  
 Dyersville, IA 52040-2316  
*Attn: Notice Request*

**FAIRNESS HEARING** A hearing will be held on May 6, 2008 at 11:00 a.m. before Judge William O. Maki in Room 2302 of the Richard J. Daley Center, 50 W. Washington, Chicago, Illinois, 60602, to determine the fairness of the proposed settlement, including the amount of the award to plaintiff's counsel for costs and attorney's fees. The date for the hearing may be changed without notice. **YOU ARE NOT OBLIGATED TO ATTEND THIS HEARING.**

**TO OBJECT TO THE SETTLEMENT** If you are a member of the Settlement Class and wish to comment on or object to the settlement you must timely file your objection or comments in writing to the Clerk of the Circuit Court of Cook County, Illinois, Daley Center, 50 W. Washington, Chicago, Illinois,

60602 on or before April 21, 2008 and include the name and number of the case, your name and address, and if you are objecting you must submit proof of class membership and a statement of the reasons why you believe that the Court should find that the proposed settlement is not in the best interests of the class. You must also send a copy of your objection or comments by first class mail to the attorneys for the Settlement Class and Defendant listed below.

**Class Counsel:**  
 Jay Edelson  
 KamberEdelson, LLC  
 53 W. Jackson, Ste. 1530  
 Chicago, Illinois 60604

**Defendant's Counsel:**  
 Bart T. Murphy  
 Ice Miller, LLP  
 2300 Cabot Drive, Ste 455  
 Lisle, Illinois 60532

If you timely file an objection, you may (but are not required) to appear at the Fairness Hearing before Judge Maki. Any Settlement Class member who does not make an objection in the manner provided shall have waived such objection and shall forever be foreclosed from making any objection to the fairness, adequacy or reasonableness of the proposed Settlement, or to plaintiff's counsel's request for attorney's fees and expenses.

**TO EXCLUDE YOURSELF FROM THE CLASS** If you are a member of the Settlement Class, you have the right to exclude yourself from both the Settlement Class and the settlement by filing a written request for exclusion with the Clerk of the Circuit Court of Cook County, Illinois, Daley Center, 50 W. Washington, Chicago, Illinois, 60602, which must be received by the Clerk of the Court on or before April 21, 2008 and must list your name, address, and the case name and number. You must also mail copies of the request for exclusion to each of the attorneys whose address is provided above.

If you are a member of the Settlement Class and do not exclude yourself in the manner required, your claims against Defendant and its subsidiaries will be released upon final approval of the settlement by the court, regardless of whether you submit a claim form to participate in the settlement.

For more information, or to obtain a copy of the Settlement Agreement and other documents filed with the court, you can view the court file in the Clerk's Office, visit the settlement website: [www.thomastrainsettlement.com](http://www.thomastrainsettlement.com) or contact Class Counsel at 866-541-0323. **Please Do Not Contact The Court Or The Clerk Of The Court Concerning This Notice.**

By Order of the Court Dated: January 23, 2008

THE HONORABLE JUDGE WILLIAM O. MAKI  
 CIRCUIT COURT OF COOK COUNTY, ILLINOIS

IN THE CIRCUIT COURT OF COOK COUNTY, ILLINOIS  
COUNTY DEPARTMENT, CHANCERY DIVISION

BYRON BARRETT, individually, and on behalf	)	
of all others similarly situated	)	
Plaintiffs,	)	
v.	)	No. 07 CH 20924
RC2 CORPORATION,	)	Judge William O. Maki
Defendant.	)	

**NOTICE OF CLASS ACTION AND PROPOSED SETTLEMENT**

**TO:** All persons who purchased or otherwise acquired any recalled Learning Curve Thomas & Friends Wooden Railway product in the United States (the "Settlement Class").

**PLEASE READ THIS NOTICE CAREFULLY. THIS IS NOT A NOTICE OF A LAWSUIT AGAINST YOU. YOU MAY BENEFIT FROM READING THIS NOTICE.**

**IF YOU WISH TO RECEIVE CERTAIN RELIEF UNDER THE CLASS SETTLEMENT, YOU MUST RETURN THE CLAIM FORM AT THE END OF THIS NOTICE.**

**1. WHAT THIS SETTLEMENT IS ABOUT**  
Plaintiffs filed this action in the Circuit Court of Cook County, Illinois on behalf of a proposed class, alleging that Defendant manufactured and distributed certain Thomas & Friends Wooden Railway toys which contained excessive levels of lead or heavy metals and which were recalled in June and September of 2007. The complaint alleges claims for breach of warranties, product liability or negligence, unjust enrichment and violation of state consumer protection statutes and seeks monetary and injunctive relief. To resolve this matter without the expense and uncertainties of litigation, the Parties have reached a proposed settlement. The settlement includes injunctive relief, monetary relief under specific limited circumstances and a cy pres donation. This settlement is not an admission of wrongdoing by any party.

Judge William O. Maki has granted preliminary approval of the settlement and has certified the Settlement Class defined above, subject to a fairness hearing which will take place on May 6, 2008 at 11:00 a.m. in Room 2302 of the Circuit Court of Cook County, Illinois, Daley Center, 50 W. Washington, Chicago, Illinois 60602.

This notice explains the nature of the lawsuit and the terms of the settlement and informs you of your legal rights and obligations.

Only certain Thomas & Friends Wooden Railway toys which were recalled in June and September of 2007 are the subject of this

settlement. The recalled Thomas & Friends Wooden Railway toys are identified on the settlement website which can be found online at: [www.thomastrainsettlement.com](http://www.thomastrainsettlement.com).

By settling this lawsuit, Defendant is not admitting that it is liable to the Settlement Class.

Plaintiffs and Defendants have agreed to the settlement described below. **IF YOU WISH TO RECEIVE CERTAIN RELIEF UNDER THE SETTLEMENT, YOU MUST RETURN THE APPROPRIATE CLAIM FORM(S) AT THE END OF THIS NOTICE BY JULY 7, 2008.** If you do not wish to be part of the settlement, you must opt-out.

**2. RELIEF PROVIDED TO CLASS MEMBERS UNDER THE SETTLEMENT**

**A. Relief for All Settlement Class Members - Injunctive Relief.**

Defendant agrees to the entry of an injunction requiring them to develop a Quality Assurance Plan ("QAP") for the production of painted Thomas & Friends Wooden Railway products sold by it which shall include specified procedures and checks to ensure product safety.

**B. Relief for Settlement Class Members Filing Claims -- Four Options**

In addition to the above described injunctive relief, which will be provided to all Settlement Class members, all Settlement Class members are entitled to individual relief in the form of a

replacement toy for the recalled item plus a bonus toy or alternatively a cash refund for the recalled item. You may choose the relief you wish to receive. In order to obtain this relief you must submit a claim form by July 7, 2008 and follow the instructions contained herein. You may select one option for each item.

#### **OPTION 1**

##### **Replacement Toy(s) and Bonus Toy**

If you purchased or own a recalled toy and have not returned the toy in the recall already, you are entitled to receive a replacement for the recalled item(s) and a bonus toy. To receive this relief you must return the recalled toy(s) and the Option 1 Claim Form to the Claims Administrator using the prepaid shipping label. The Claims Administrator will ship a replacement toy(s) to you along with a bonus toy, if you follow the instructions contained herein. Your claim form and recalled toy must be received by the Claims Administrator by July 7, 2008 or your claim will be rejected. Follow the steps below to make a claim under this Option.

##### **Step 1 – Verify Toy is a Recalled Item**

You should check the settlement website at [www.thomastrainsettlement.com](http://www.thomastrainsettlement.com) to ensure the toy is a recalled item subject to this settlement.

##### **Step 2 – Obtain Prepaid Shipping Label**

In order for Defendant to pay for the cost of shipping your recalled item to the Claims Administrator, you must obtain a prepaid shipping label from Defendant. Defendant will not pay for shipping unless you use the prepaid shipping label. To obtain a pre-paid shipping label you may mail a request to the Claims Administrator for a shipping label or you can download a label by using the link on the settlement website at: [www.thomastrainsettlement.com](http://www.thomastrainsettlement.com)

##### **Step 3 – Complete & Sign Option 1 Claim Form**

You must complete an Option 1 Claim Form which is available at the end of this notice or which may be downloaded from the settlement website (see address above). You must complete all information requested and sign the claim form.

Claim forms which are incomplete or are not signed will be rejected.

##### **Step 4 – Send Recalled Toy(s) and Option 1 Claim Form to Claims Administrator**

Send the recalled toy(s) and completed and signed Option 1 Claim Form to the Claims Administrator using the prepaid shipping label or at your own expense.

Within 90 days of final approval by the Court of the Settlement, the Claims Administrator will ship the replacement toy(s) and bonus item to you.

#### **OPTION 2**

##### **Cash Refund – Return of Item**

You may return the recalled toy(s) to the Claims Administrator for a cash refund. If you submit proof of purchase evidence with your claim form and the recalled toy(s) you will receive a cash refund for the recalled toy(s). If you do not have proof of purchase evidence, then you will receive an agreed upon amount for each toy returned which is the suggested retail price. To receive this relief you must return the recalled toy(s) and the Option 2 Claim Form to the Claims Administrator using the prepaid shipping label. The Claims Administrator will issue a check to you. Your claim form and recalled toy must be received by the Claims Administrator by July 7, 2008 or your claim will be rejected. Follow the steps below to make a claim under this Option.

##### **Step 1 – Verify Toy is a Recalled Item**

You should check the settlement website at [www.thomastrainsettlement.com](http://www.thomastrainsettlement.com) to ensure the toy is a recalled item subject to this settlement.

##### **Step 2 – Obtain Prepaid Shipping Label**

In order for Defendant to pay for the cost of shipping your recalled item to the Claims Administrator, you must obtain a prepaid shipping label from Defendant. Defendant will not pay for shipping unless you use the prepaid shipping label. To obtain a pre-paid shipping label you may mail a request for a label to the Claims Administrator or you can download a label by using the link on the settlement website at: [www.thomastrainsettlement.com](http://www.thomastrainsettlement.com)

**Step 3 – Complete & Sign Option 2 Claim Form**

You must complete an Option 2 Claim Form which is available at the end of this notice or which may be downloaded from the settlement website (see address above). You must complete all information requested and sign the claim form.

**Step 4 – Send Recalled Toy(s), Option 2 Claim Form and Any Proof of Purchase Evidence to Claims Administrator**

Send the recalled toy(s) and completed and signed Option 2 Claim Form and any proof of purchase evidence you have showing amount paid for the toy(s) to the Claims Administrator using the prepaid shipping label or at your own expense.

**OPTION 3****Refund for Disposed Items With Proof of Purchase Evidence**

If you destroyed or disposed of the recalled toy(s) and you have proof of purchase evidence you may receive a cash refund for each recalled toy (up to a maximum of 2) which you disposed of or destroyed. You are not entitled to relief under this option if you simply transferred ownership or gave the recalled item to someone else. To receive this relief you must return the Option 3 Claim Form and proof of purchase evidence to the Claims Administrator. Your claim form must be received by the Claims Administrator by July 7, 2008 or your claim will be rejected. Follow the steps below to make a claim under this Option.

**Step 1 – Verify Toy is a Recalled Item**

You should check the settlement website at [www.thomastrainsettlement.com](http://www.thomastrainsettlement.com) to ensure the toy you are claiming is a recalled item subject to this settlement.

**Step 2 – Complete & Sign Option 3 Claim Form**

You must complete an Option 3 Claim Form which is available at the end of this notice or which may be downloaded from the settlement website (see address above). You must complete all information requested and sign the claim form.

Claim forms which are incomplete or are not signed will be rejected.

**Step 3 – You Must Enclose Proof of Purchase Evidence for the Items Claimed**

In order to obtain this relief you must provide proof of purchase evidence showing you purchased the recalled item you destroyed or disposed of. You must provide a receipt showing the date of purchase and the UPC, Learning Curve Product Number or product description sufficient to identify the item as a recalled product. If you do not provide this evidence your claim will be rejected.

**Step 4 – Mail Option 3 Claim Form to Claims Administrator**

Mail the completed and signed Option 3 Claim Form and the proof of purchase evidence by mail at your own expense to the Claims Administrator at the address listed on the claim form.

**OPTION 4****Coupon for Disposed Items Without Proof of Purchase Evidence**

If you destroyed or disposed of the recalled toy(s) and you do not have proof of purchase evidence, you may receive a coupon for \$15.00 for the purchase of a Thomas & Friends Wooden Railway toy from Learning Curve's online store, for each recalled toy (up to a maximum of 2) which you disposed of or destroyed. You are not entitled to relief under this option if you simply transferred ownership or gave the recalled item to someone else. There are limits on the value of coupons which may reduce the amount below \$15.00 depending on the number of claims. To receive this relief you must return the Option 4 Claim Form to the Claims Administrator. The Claims Administrator will issue a coupon(s) to you. Your claim form must be received by the Claims Administrator by July 7, 2008 or your claim will be rejected. Follow the steps below to make a claim under this Option.

**Step 1 – Verify Toy is a Recalled Item**

You should check the settlement website at [www.thomastrainsettlement.com](http://www.thomastrainsettlement.com) to ensure the toy

you are claiming is a recalled item subject to this settlement.

**Step 2 -- Complete & Sign Option 4 Claim Form**

You must complete an Option 4 Claim Form which is available at the end of this notice or which may be downloaded from the settlement website (see address above). You must complete all information requested and sign the claim form. Claim forms which are incomplete or are not signed will be rejected.

**Step 3 --Mail Option 4 Claim Form to Claims Administrator**

Mail the completed and signed Option 4 Claim Form to the Claims Administrator at your own expense. If you provide an e-mail address, your coupon(s) may be e-mailed to you.

**C. Charitable Donation.**

In addition to the injunctive relief and individual relief provided to the Settlement Class, Defendant will also be making a donation of \$100,000 to an appropriate not-for-profit organization to be approved by the Court.

**3. ATTORNEY'S FEES AWARD** Plaintiff's counsel will request approval of the Court for attorney's fees and costs of up to \$2,900,000.00. Defendant will not oppose or cause to be opposed an application by Plaintiff's counsel for attorney's fees up to that amount. Plaintiff's counsel will not request additional fees and costs from Defendants or the class.

**4. AWARD TO CLASS REPS**

Subject to Court approval, the Class Representatives, will receive an incentive award of up to \$5,000 for their service as Class Representatives.

**5. COSTS** Costs associated with the notice and administration of this settlement will be paid by Defendant.

**6. RELEASE** Unless you exclude yourself from the settlement, you will be part of the Settlement

Class. By staying in the Settlement Class, all of the Court's orders will apply to you, and you will give Defendant and its affiliated companies and their predecessors and successors, a "release" for certain claims arising from or relating to the recalled toys which you have or had from the beginning of time until the Effective Date of the Settlement Agreement. A release means you cannot sue or be part of any other lawsuit against Defendant, or its affiliated companies about the claims or issues in this Lawsuit ever again. The release provided to Defendant and its affiliated companies does not include individual claims for personal injury.

**7. CLASS COUNSEL'S OPINION OF THE VALUE OF THE SETTLEMENT**

As part of this litigation Court approved and appointed Class Counsel have conducted investigation and discovery into the claims of the Settlement Class members and the defenses that might be asserted thereto. The investigation has included analysis of Defendant's documents and records, and consultation with expert consultants as well as analysis of relevant legal issues. Class counsel initiated and completed a lengthy mediation process before a neutral mediator who expressed his views about the case and the settlement. Based on this investigation, Class Counsel believes that the settlement is fair, reasonable and adequate and in the best interests of the Settlement Class. Class Counsel and Plaintiff also recognize the expense and length of continued proceedings necessary to continue to prosecute this case through verdict, judgment and appeals and have taken into account the uncertainty and the risk of the outcome of continued litigation, especially in complex actions such as these as well as the difficulties and delays inherent in such actions.

**8. FAIRNESS HEARING** A hearing will be held on the fairness of the proposed settlement. At the hearing, the Court will be available to hear any objections and arguments concerning the fairness of the proposed settlement, including the amount of the award to Plaintiffs' counsel for costs and attorney's fees. The hearing will take place on May 6, 2008 at 11:00 a.m. before Judge William



O. Maki in Room 2302 of the Richard J. Daley Center, 50 W. Washington, Chicago, Illinois 60602. **YOU ARE NOT OBLIGATED TO ATTEND THIS HEARING UNLESS YOU PLAN TO OBJECT TO THE SETTLEMENT.** If the settlement is not approved, the case will proceed as if no settlement had been attempted. There can be no assurance that if the settlement is not approved, the Settlement Class will recover more than is provided in the settlement, or indeed, anything.

**9. WHO REPRESENTS YOU.** The Court has approved the following law firms to represent the Settlement Class. They are called "Class Counsel". You will not be charged for these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

**Lead Class Counsel:**

Jay Edelson	William M. Audet
KamberEdelson LLC	Audet & Partners, LLP
53 W. Jackson Blvd.	221 Main St., Ste. 1460
Suite 1530	San Francisco, CA
Chicago, IL 60604	94105
Tel: 866-541-0323	

**Liaison Counsel:**

Gino L. DiVito  
Tabet DiVito & Rothstein LLC  
209 S. LaSalle St., 7<sup>th</sup> Fl.  
Chicago, IL 60604

You also have the right to retain counsel at your own expense to advise you as to your rights under the settlement.

**10. YOUR OPTIONS**

**A. Remain in the Class.**

If you wish to receive the relief provided under the settlement you should remain in the Settlement Class. If you wish to receive the individual relief available under this settlement you must submit a claim form as described above.

**B. Exclude Yourself From the Settlement Class.** You have the right to exclude yourself from the class action settlement by filing a written request for exclusion with the Clerk of the Circuit Court of Cook County, Illinois, Daley Center, 50 W. Washington, Chicago, Illinois 60602. By excluding yourself from the settlement you will not be legally entitled to receive any of the relief provided by Defendant under the settlement. The request for exclusion must be filed with the Clerk of the Court on or before April 21, 2008 and must list your name, address, and the name and number of this case. You must also mail copies of the request for exclusion to each of the attorneys whose address is provided below, and such mailing must be postmarked by April 21, 2008.

**Class Counsel:**

Jay Edelson	<b><u>Defendant's Counsel:</u></b>
KamberEdelson LLC	Bart T. Murphy
53 W. Jackson Blvd.	Ice Miller, LLP
Suite 1530	2300 Cabot Drive,
Chicago, IL 60604	Suite 455
	Lisle, IL 60531

**C. You May Object to the Settlement.**

If you object to the settlement, and wish to submit an objection, you must file your written objection with the Clerk of the Circuit Court of Cook County, Illinois, Daley Center, 50 W. Washington, Chicago, Illinois 60602. The objection must be filed with the Clerk of the Court on or before April 21, 2008 and must refer to the name and number of this case. You must also send a copy of your objection by first class mail to the attorneys for the Plaintiffs and Defendants listed above, and such mailing must be postmarked by April 21, 2008. Any objection must include your name and address, the name and number of this case, and a statement of the reasons why you believe that the Court should find that the proposed settlement is not fair or is not in the best interests of the class. You must also submit proof of class membership. You may also appear at the hearing before Judge William O. Maki on May 6, 2008 at 11:00 a.m. and request to be heard by the Court as to your objection. If you wish to be heard by the Court at the Fairness Hearing you must so indicate in your

objection filed with the Court. YOU ARE NOT REQUIRED TO ATTEND THIS HEARING UNLESS YOU WISH TO PRESENT AN ARGUMENT TO THE COURT AS TO YOUR OBJECTION. Please note that it is not sufficient to simply state that you object. Your objection should state the reasons why you object to the settlement or why it should not be approved.

**11. THIS NOTICE ONLY PROVIDES  
A GENERAL DESCRIPTION**

This description of the case contained in this notice is general and does not cover all of the issues and proceedings thus far. In order to see the complete file, including a copy of the Settlement Agreement, you should visit the office of the Clerk of the Circuit Court of Cook County, Illinois, Daley Center, 50 W. Washington, Chicago, Illinois 60602. The Clerk will make the files relating to this lawsuit available to you for inspection and copying at your own expense. Certain documents are also available on the settlement website: [www.thomastrainsettlement.com](http://www.thomastrainsettlement.com).

**12. INQUIRIES**

Any questions you or your attorney may have concerning this notice should be directed to Class Counsel at the address listed above. Please include the case name and number, and your name and your current return address on any letters, not just the envelopes. You may also contact Class Counsel at 866-541-0323. Information is also available on the settlement website: [www.thomastrainsettlement.com](http://www.thomastrainsettlement.com).

**Please do not contact the Court Clerk or the Defendant's attorneys; as they are not in a position to give you any advice about this settlement.**

By Order of the Court Dated: January 23, 2008

HONORABLE JUDGE WILLIAM O. MAKI  
CIRCUIT COURT OF COOK COUNTY,  
ILLINOIS, CHANCERY DIVISION



	Brown & Yellow Old Slow Coach		Red Lights & Sounds James Engine and Red James #5 Lights and Sounds Coal Tender (Note 2 pieces sold together at retail)
	Red Musical Caboose		Red Sodor Mail Car
	Red Sodor Line Caboose		James Engine with Team Colors and James #5 Coal Tender with Team Colors (Note 2 pieces.)
	Red Hook & Ladder Truck		Red Water Tanker
	Sodor Smelting Yard		Ice Cream Factory
	Deluxe Fire Station (Building)		Red Fire Brigade Train
	Red Fire Brigade Truck		Red Stop Sign
	Red Sodor Line Caboose		Yellow & Green Box Car
	Yellow RR Crossing Sign		Toad Vehicle with Brake Lever
	Green Maple Tree Top		Green Signal Base
	Black Cargo Car (Sold in Brendam Fishing Dock Set only)		Olive Green Sodor Cargo Box (Sold only in Deluxe Cranky Set)

### III. SEND CLAIM FORM AND RECALLED ITEMS TO CLAIMS ADMINISTRATOR

Use pre-paid shipping label supplied and send this completed claim form and the recalled items to the Claims Administrator at the address above.

I affirm under penalty of perjury that the statements made in this Claim Form are true and correct. I also acknowledge that by participating in this settlement I am providing a release to Defendant and its affiliated companies.

**SIGNATURE (YOU MUST SIGN)**

\_\_\_\_\_ Date: \_\_\_\_\_

\_\_\_\_\_  
(PRINT NAME and TITLE - if a company)



	Brown & Yellow Old Slow Coach		Red Lights & Sounds James Engine and Red James #5 Lights and Sounds Coal Tender (Note 2 pieces sold together at retail)
	Red Musical Caboose		Red Sodor Mail Car
	Red Sodor Line Caboose		James Engine with Team Colors and James #5 Coal Tender with Team Colors (Note 2 pieces.)
	Red Hook & Ladder Truck		Red Water Tanker
	Sodor Smelting Yard		Ice Cream Factory
	Deluxe Fire Station (Building)		Red Fire Brigade Train
	Red Fire Brigade Truck		Red Stop Sign
	Red Sodor Line Caboose		Yellow & Green Box Car
	Yellow RR Crossing Sign		Toad Vehicle with Brake Lever
	Green Maple Tree Top		Green Signal Base
	Black Cargo Car (Sold in Brendem Fishing Dock Set only)		Olive Green Sodor Cargo Box (Sold only in Deluxe Cranky Set)

**III. PROOF OF PURCHASE SHOWING PRICE**

If you have proof of purchase (a receipt) showing the price you paid for the recalled item, enclose it and you will receive a refund based on this price. If you do not have proof of purchase evidence showing the price paid you will receive a refund based upon suggested retail price.

**III. SEND CLAIM FORM, RECALLED ITEMS & PROOF OF PURCHASE EVIDENCE TO CLAIMS ADMINISTRATOR**

Use pre-paid shipping label supplied and send this completed claim form, the recalled item(s) and any proof of purchase evidence to the Claims Administrator at the address above.

I affirm under penalty of perjury that the statements made in this Claim Form are true and correct. I also acknowledge that by participating in this settlement I am providing a release to Defendant and its affiliated companies.

**SIGNATURE (YOU MUST SIGN)**

\_\_\_\_\_ Date: \_\_\_\_\_

\_\_\_\_\_  
(PRINT NAME and TITLE - if a company)



	Red Musical Caboose		Red Sodor Mail Car
	Red Sodor Line Caboose		James Engine with Team Colors and James #5 Coal Tender with Team Colors (Note 2 pieces.)
	Red Hook & Ladder Truck		Red Water Tanker
	Sodor Smelting Yard		Ice Cream Factory
	Deluxe Fire Station (Building)		Red Fire Brigade Train
	Red Fire Brigade Truck		Red Stop Sign
	Red Sodor Line Caboose		Yellow & Green Box Car
	Yellow RR Crossing Sign		Toad Vehicle with Brake Lever
	Green Maple Tree Top		Green Signal Base
	Black Cargo Car (Sold in Brendam Fishing Dock Set only)		Olive Green Sodor Cargo Box (Sold only in Deluxe Cranky Set)

### III. PROOF OF PURCHASE EVIDENCE (YOU MUST SUBMIT)

In order to obtain this relief you must enclose proof of purchase evidence with this claim form showing you purchased or owned the recalled item you destroyed or disposed of. You must provide a receipt showing the date of purchase and the UPC Code, Learning Curve Product Number or Product Description sufficient to identify the item as a recalled product. If you do not provide this evidence your claim will be rejected.

### IV. MAIL CLAIM FORM TO CLAIMS ADMINISTRATOR

Mail this completed claim form and proof of purchase evidence to the Claims Administrator at the address above

I affirm under penalty of perjury that the statements made in this Claim Form that I disposed of or destroyed the above indicated recalled toys, are true and correct. I also acknowledge that by participating in this settlement I am providing a release to Defendant and its affiliated companies.

**SIGNATURE (YOU MUST SIGN)**

\_\_\_\_\_ Date: \_\_\_\_\_

\_\_\_\_\_  
(PRINT NAME and TITLE - if a company)





	Brown & Yellow Old Slow Coach		Red Lights & Sounds James Engine and Red James #5 Lights and Sounds Coal Tender (Note 2 pieces sold together at retail)
	Red Musical Caboose		Red Sodor Mail Car
	Red Sodor Line Caboose		James Engine with Team Colors and James #5 Coal Tender with Team Colors (Note 2 pieces.)
	Red Hook & Ladder Truck		Red Water Tanker
	Sodor Smelting Yard		Ice Cream Factory
	Deluxe Fire Station (Building)		Red Fire Brigade Train
	Red Fire Brigade Truck		Red Stop Sign
	Red Sodor Line Caboose		Yellow & Green Box Car
	Yellow RR Crossing Sign		Toad Vehicle with Brake Lever
	Green Maple Tree Top		Green Signal Base
	Black Cargo Car (Sold in Brendam Fishing Dock Set only)		Olive Green Sodor Cargo Box (Sold only in Deluxe Cranky Set)

### III. MAIL CLAIM FORM TO CLAIMS ADMINISTRATOR

Mail this completed claim form to the Claims Administrator at the address above

I affirm under penalty of perjury that the statements made in this Claim Form that I disposed of or destroyed the above indicated recalled toys and did not transfer ownership or give the toy(s) to someone else, are true and correct. I also acknowledge that by participating in this settlement I am providing a release to Defendant and its affiliated companies.

**SIGNATURE (YOU MUST SIGN)**

\_\_\_\_\_ Date: \_\_\_\_\_

\_\_\_\_\_  
(PRINT NAME and TITLE - if a company)